

EXHIBIT 1

**Trusteeship Agreement Between PBGC
and USA Commercial**

**AGREEMENT FOR APPOINTMENT OF
TRUSTEE AND TERMINATION OF PLAN**

This is an AGREEMENT between the Pension Benefit Guaranty Corporation ("PBGC") and USA Commercial Mortgage Company.

RECITALS:

- A. PBGC is a United States government agency established by Title IV of the Employee Retirement Income Security Act of 1974, *as amended*, 29 U.S.C. §§1301-1461 ("ERISA").
- B. USA Commercial Mortgage Company ("Company") is a Company organized under the laws of Nevada, with its principal place of business located in Las Vegas, Nevada.
- C. Effective January 1, 1998, the Company established the USA Commercial Mortgage Company Defined Benefit Pension Plan ("Plan") to provide retirement benefits for certain of its employees.
- D. The Plan is an employee pension benefit plan to which 29 U.S.C. § 1321(a) applies and is not exempt under 29 U.S.C. § 1321(b). The Plan is therefore covered by Title IV of ERISA.
- E. USA Commercial Mortgage Company is the administrator of the Plan within the meaning of 29 U.S.C. §§ 1002(16) and 1301(a)(1).
- F. On April 13, 2006, the Company filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. On January 8, 2007, the U.S. Bankruptcy Court for the District of Nevada confirmed the Debtors' Third Amended Joint Chapter 11 Plan of

Reorganization, under which the Company's assets will be sold and the Company will dissolve.

G. On January 15, 2007, the Company was a contributing sponsor of the Plan within the meaning of 29 U.S.C. § 1301(a)(13).

H. PBGC has issued to the Company a Notice of Determination under 29 U.S.C. § 1342(a) that the Plan has not met the minimum funding standard required under section 412 of the Internal Revenue Code, the Plan will be unable to pay benefits when due, PBGC's possible long-run loss with respect to the Plan may reasonably be expected to increase unreasonably if the Plan is not terminated, and that the Plan should be terminated under 29 U.S.C. § 1342(c).

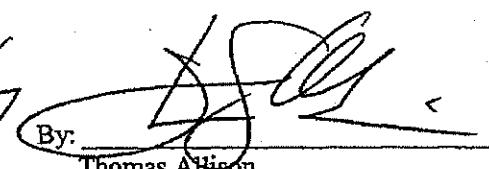
NOW THEREFORE, the parties agree:

1. The Plan is terminated under 29 U.S.C. § 1342(c).
2. The Plan termination date is January 15, 2007, under 29 U.S.C. § 1348.
3. PBGC is appointed trustee of the Plan under 29 U.S.C. § 1342(c).
4. USA Commercial Mortgage Company and any other person having possession or control of any records, assets or other property of the Plan shall convey and deliver to PBGC any such records, assets or property.
5. PBGC will have, with respect to the Plan, all of the rights and powers of a trustee specified in ERISA or otherwise granted by law.

The persons signing this Agreement are authorized to do so. The Agreement will take effect on the date the last person signs below.

USA Commercial Mortgage Company

Dated: 1/19/07

By: 

Thomas Allison
President

PENSION BENEFIT GUARANTY CORPORATION

Dated: 1-26-07

By: 

Auditor